

# Constitution and Bylaws

## **Article 1: NAME**

### *Section 1.1 - Name of Corporation*

The name of this Corporation is Southern California Labrador Retriever Rescue, Inc. (SCLRR).

## **Article 2: OFFICES**

### *Section 2.1 - Principal Office*

The principal office for the transaction of business of the Corporation shall be located in Orange County, California. The Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this section or this section shall be amended accordingly.

### *Section 2.2 - Other Offices*

The Board of Directors may at any time establish branch offices in order to advance the proper purposes of the Corporation.

## **Article 3: OBJECTIVES AND PURPOSES**

### *Section 3.1 - Objectives and Purposes*

(a) This Corporation has been formed under the [California Nonprofit Public Benefit Corporation Law](#) for charitable and educational purposes and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or against any candidate for public office. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable and educational purposes described in its Articles of Incorporation.

(b) SCLRR is organized to:

(i) Encourage and promote responsible dog ownership and reduce the abuse and neglect of unwanted Labrador Retrievers through rehabilitation and adoption.

(ii) Promote the humane treatment of Labrador Retrievers and accept for placement unwanted Labrador Retrievers, care for them medically, neuter them, and place them in caring homes.

(iii) Provide educational services to interested public regarding responsible breeding and ownership of Labrador Retrievers.

(iv) Educate dog owners about training, spay/neuter, and the humane care for their dogs and to promote good canine citizenship.

(v) Facilitate the placement of unwanted Labrador Retrievers into new homes.

## **Article 4: DEDICATION OF ASSETS**

### *Section 4.1 - Dedication of Assets*

The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under [Section 501\(c\)\(3\)](#) of the Internal Revenue Code, or the corresponding provision of any successor statute or which is described in Section 170(c)(2)(B) of that Code or the corresponding provision of any successor statute.

## **Article 5: DIRECTORS**

### *Section 5.1 - General Corporate Powers*

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this Corporation, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

### *Section 5.2 - Specific Powers*

- Without prejudice to their general powers, the Directors shall have the power to:
- (i) Select and remove the Officers of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.
  
  - (ii) Change the principal executive office or the principal business office from one location to another; cause the corporation to be qualified to do business in any state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.
  
  - (iii) Adopt, make, and use a corporate seal and alter the form of the seal.
  
  - (iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

### *Section 5.3 - Number of Directors*

The authorized number of Directors shall consist of at least one but no more than ten Directors until changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.

### *Section 5.4 - Appointment and Term of Office of Directors*

(a) *Initial Board.* The members of the initial Board of Directors shall be those persons whose names and addresses are attached to these Bylaws as Exhibit A.

(b) *Election.* Members of the initial Board of Directors shall serve terms of one or two years. Subsequent elections to the Board shall be for terms of two (2) years, arranged so that not more than a simple majority of the seats on the Board become vacant each year. Upon the expiration of the term of any initial Director or any Director subsequently elected by the Board of Directors of this Corporation, that seat shall be filled by Board election. Each Director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualified.

*Section 5.5 - Qualifications of Board Members*

Subject to the provisions of [Section 5.4](#) above, any person 18 years of age or older and who has expressed an interest in fulfilling the purposes of this Corporation may be elected to serve as a Director.

*Section 5.6 - President*

At each annual meeting, following the election of Directors as provided in [Section 5.4\(b\)](#), the Directors shall elect, from among themselves, a President, who shall preside at all meetings of the Board. The President shall not be an interested person, as defined in [Section 5.17](#).

*Section 5.7 - Vacancies*

(a) *Events Causing Vacancy.* A vacancy on the Board of Directors shall be deemed to exist at the occurrence of any of the following:

(i) The death, resignation, or removal of any Director.

(ii) The failure of the Board, at any meeting of the Board at which any Director is to be elected, to elect the Director to be elected at such a meeting.

(iii) The determination by the Board, at the third consecutive Board meeting missed by a Director without excuse, or at the next following meeting (whether or not said Director is then present), that said Director's seat is vacant.

(iv) Whenever the number of authorized Directors is increased.

(b) *Resignation.* Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, or the Secretary, unless the notice specifies a later time for the resignation to become effective. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) *Removal.* Any Director may be removed, with or without cause, by the vote of two-thirds of the members of the entire board of Directors at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal question are given as provided in [Section 5.10\(b\)](#).

(d) *Filling of Vacancies.* Any vacancy caused by the death, resignation, or removal of a Director, or by a determination of vacancy as provided in [Section 5.7\(a\)\(iii\)](#), shall be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

*Section 5.8 - Place of Meeting; Meeting by Telephone*

Regular meetings of the Board of Directors may be held at any place within the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within the State of California, as designated in the notice of meeting or, if not stated in the notice of if there is no notice, at the principal office of the Corporation. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such a meeting.

*Section 5.9 - Regular and Annual Meetings*

(a) *Regular Meetings.* Regular meetings of the Directors shall be held on at least a quarterly basis at such date, time, and place designated by the Board of Directors. Notice of such meetings will be published

(b) *Annual Meetings.* The Board of Directors shall hold an annual meeting during the month of January at a place designated by the Board of Directors, appointing Officers, designating Committees, and transacting regular business. Notice of these meetings will be published in the Newsletter.

*Section 5.10 - Special Meetings*

(a) *Authority to Call.* Special meetings of the Board of Directors for any purpose may be called at any time by the President or any two (2) Directors.

(b) *Notice.* Notice of any special meeting of the Board of Directors shall be given to all Directors either by first-class mail at least ten (10) days in advance or by notice delivered personally or by telephone, express mail at least 48 hours, or via the Board E-mail List in advance except that such notice may be waived by any Director as set forth in paragraph [\(c\)](#) below.

(c) *Waiver of Notice.* The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (i) a quorum is present and (ii) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with Corporation records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

(d) *Contents of Notice.* Notice of special meetings not herein dispensed with shall specify the place, day and hour of the meeting.

*Section 5.11 - Quorum for Meetings*

A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.13. The quorum rule of the preceding sentence shall apply to annual meetings, even though Directors standing for re-election shall not participate in the election of Directors, as provided in Section 5.4(b). Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present (or a majority of Directors entitled to vote, in the case of the election of Directors at annual meetings) shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for meeting.

*Section 5.12 - Conduct of Meetings*

Meetings of the Board of Directors shall be presided over by the President or, in his or her absence, the Vice President of the Corporation, or in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by the [Roberts Rules of Order](#), current edition, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

*Section 5.13 - Adjournment*

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

*Section 5.14 - Notice of Adjournment*

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be waived in the same manner as set forth under [Section 5.10\(c\)](#).

*Section 5.15 - Action Without Meeting*

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, via electronic poll.

*Section 5.16 - Compensation of Directors*

Directors and members of committees may receive reimbursement of such expenses as may be determined by resolution of the Board of Directors to be just and reasonable. Directors shall not otherwise be compensated for service in the capacity of Director.

*Section 5.17 - Restriction Regarding Interested Directors*

Notwithstanding any other provision of these Bylaws, not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is either (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; or (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, father-in-law, or domestic partner of any person described in (a) or (b) hereof. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

*Section 5.18 - Restriction Regarding Related Directors*

No person may serve on the Board of Directors who is a brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, father-in-law, or domestic partner of any current Director on the Board.

**Article 6: COMMITTEES**

*Section 6.1 - Committees of Directors*

The Board of Directors may cause to be constituted the following standing committees: Finance, Nominating, Fundraising, Volunteer and Program. The Board may also designate one or more other committees to serve at the pleasure of the Board. Members of committees need not be members of the Board, but at least one Board member shall serve on each committee. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution may:

- (a) Fill vacancies on the Board of Directors or on any committee;
- (b) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board;
- (d) Designate any other committees of the Board or appoint the members of any committee;
- (e) Approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest; or (ii) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.

*Section 6.2 - Meeting and Action of Committees*

The Board of Directors may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

## **Article 7: OFFICERS**

### *Section 7.1 - Officers*

The Corporation shall have the following officers: President, Vice President, Secretary and Treasurer, and such other officers and the Board may designate by resolution and appoint pursuant to [Section 7.3](#). Officers need not be Directors. However the four Officers listed above will also be Directors of this Corporation. One person may hold two or more offices, except those of President and Secretary, or President and Treasurer.

### *Section 7.2 - Qualification, Election, and Term of Office*

Any person may serve as an Officer of this Corporation. Officers shall be elected by the Board of Directors, at any time, and each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Offices shall normally be opened for election after one year unless: a shorter or longer term is specified at election time; the Officer is disqualified or resigns before the year is up; or the Board discontinues the Office.

### *Section 7.3 - Subordinate Officers*

The Board of Directors may appoint, and may authorize the President or any other officer to appoint, any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board of Directors.

### *Section 7.4 - Removal of Officers*

Subject to rights, if any, under any contract of employment, any Officer may be removed with or without cause, by the Board, or, except in the case of an Officer chosen by the Board of Directors, by an Officer on whom such power of removal has been conferred by the Board of Directors.

### *Section 7.5 - Resignation of Officers*

Any Officer may resign at any time by giving written notice to the board of Directors, to the President, or to the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

### *Section 7.6 - Vacancies in Office*

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

### *Section 7.7 - Responsibilities of Officers*

(a) *President*. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board. He or she shall have such powers and duties as may be prescribed



by the Board of Directors or these Bylaws. The President shall be responsible to the Board of Directors, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board.

(b) *Vice President.* The Vice President shall report directly to the President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other duties as may from time to time be prescribed by the Board of Directors.

(c) *Secretary.* The Secretary shall report directly to the President, and shall attend the following:

(i) *Book of Minutes.* The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding regular and special meetings and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) *Notices, Seal, and Other Duties.* The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given. The secretary shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(d) *Treasurer/Chief Financial Officer.* The Treasurer shall report directly to the President, shall be the chief financial officer of the Corporation, and shall attend to the following:

(i) *Books of Account.* The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) *Deposit and Disbursement of Money and Valuables.* The Treasure shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it,



an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or by Bylaws.

(iii) *Bond.* If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

## **Article 8: MEMBERSHIP**

### *Section 8.1 - Membership*

The Corporation shall have no members. This Corporation may refer to certain persons or entities associated with it as "member," but no reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporations Code (Nonprofit Public Benefit Corporation Law) or the corresponding provision of any successor statute.

## **Article 9: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### *Section 9.1 - Execution of Instruments*

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### *Section 9.2 - Checks and Notes*

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation except that payment of monies in an amount less than \$2,500 require only the signature of the Treasurer, or for those items previously approved via a board member electronic poll.

### *Section 9.3 - Deposits*

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### *Section 9.4 - Gifts*

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

## **Article 10: CORPORATE RECORDS, REPORTS AND SEAL**

### *Section 10.1 - Maintenance of Articles and Bylaws*

The Corporation shall keep at its principal executive office the original or a copy of the Articles and bylaws as amended to date.

*Section 10.2 - Maintenance of Other Corporate Records*

The accounting books, records and minutes of the proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

*Section 10.3 - Inspection by Directors*

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations, if any. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

*Section 10.4 - Corporate Seal*

The Board of Directors may adopt, use, and at will alter, a Corporate Seal. Such Seal shall be kept at the principal office of the Corporation. Failure to affix the Seal to Corporate Instruments, however, shall not affect the validity of any such Instrument.

*Section 10.5 - Annual Report*

The Board shall cause an annual report to be furnished not later than sixty (60) days after the close of the Corporation's fiscal year to all Directors of the Corporation.

- (a) The assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

**Article 11: CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS**

*Section 11.1 - Contracts with Directors and Officers*

(a) No Director or Officer of this Corporation, nor any other corporation, firm, partnership, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation unless

(i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the

minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction;

(ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Directors;

(iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

(iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

*Section 11.2 - Loans to Directors and Officers*

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; provided, however that the Corporation may advance money to a Director or Officer of the Corporation of expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

**Article 12: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

*Section 12.1 - Right to Indemnification*

This Corporation may indemnify any person who is or was a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation, as a director, officer, employee, or agent of any foreign or domestic corporation, partnership joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the Nonprofit Corporation Law of the State of California.

In determining whether indemnification is available to the Director, Officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in [Section 5238](#) of the California Nonprofit Corporation Law has been met shall be made by majority vote of a

quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceedings is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

*Section 12.2 - Insurance*

This Corporation shall have the power to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under [Section 12.1](#) of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transactions, as described in [Section 5233](#) of the California Nonprofit Corporation Law.

*Section 12.3 - Non-liability of Directors and Officers*

The Directors and Officers shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

**Article 13: FISCAL YEAR**

*Section 13.1 - Fiscal Year*

The fiscal year of the Corporation shall end on the last day of December.

**Article 14: CONSTRUCTION AND DEFINITIONS**

*Section 14.1 - Construction and Definitions*

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

**Article 15: AMENDMENTS**

*Section 15.1 - Amendments by Directors*

Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board of Directors. The full text of any proposed Bylaw amendment shall be furnished to the members of the Board with the notice of the meeting at which such proposed amendment is to be considered. Notice of any meeting at which adoption, amendment, or repeal of any bylaw is to be considered shall be by first-class mail at least ten (10) days in advance of such meeting.

*Amendments Approved January 23, 1999*

By unanimous vote of the Directors at the Annual board meeting of January 23, 1999, amendments to Article 5, Section 4(b), Article 5, Section 5, and Article 7, Section 2 were approved. Details of the changes are appended to the Minutes for this meeting